

1112578

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| |
|-----------------------------------------------------|
| OMB APPROVAL |
| OMB Number: 3235-0076 |
| Expires: May 31, 2005 |
| Estimated average burden hours per response... 1 |

| | |
|---------------|--------|
| SEC USE ONLY | |
| Prefix | Serial |
| DATE RECEIVED | |

PROCESSED
MAR 27 2003

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

**THOMSON
FINANCIAL**

Filing Under (Check box(es) that apply): ☒ Rule 504 ☒ Rule 505 ☒ Rule 506 [] Section 4(6) [] ULOE

Type of Filing: ☒ New Filing [] Amendment

A. BASIC IDENTIFICATION DATA



03018737

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Century Engineering, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Telephone Number: (410) 823-8070

Facsimile Number: (410) 823-2104

32 West Road, Towson, Maryland, 21204

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices)

Telephone Number: (410) 823-8070

Facsimile Number: (410) 823-2104

32 West Road, Towson, Maryland, 21204

Brief Description of Business

Consulting, engineering and planning firm providing diversified services to private, governmental and industrial clients. The Company's services include transportation, shipyard and marine, environmental, mechanical, electrical, land development, geotechnical and facilities engineering, and commercial construction inspection services, principally to customers in Maryland, Delaware and West Virginia.

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year
[11] [1996] ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) ☒ M ☐ D

***On 12/23/96, the Company purchased the assets of the previous Century Engineering, Inc., a Maryland corporation that had been in operation since 1974, as well as the stock of that corporation's affiliates.**

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual): **Smyth, Francis X.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Chief Executive Officer, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual): **Johnson, James T., Sr.**

Business or Residence Address (Number and Street, City, State, Zip Code): **President, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual): **Stratemeyer, Kenneth M.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Treasurer, Secretary, Chief Financial Officer, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual): **Jardieu, Peter F.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual): **Rathfon, Scott L.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Dover, Delaware Operations, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual): **Thaker, Harish P.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Transportation Division, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual): **Stephen, Harry C.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, 32 West Road, Towson, Maryland, 21204**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[X] []

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ _____

Not applicable; stock grant to fourteen (14) employees of the Company.

3. Does the offering permit joint ownership of a single unit?..... Yes No
[] [X]

Not applicable; stock grant to fourteen (14) employees of the Company.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |

[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|---------------------------------------------------|-----------------------------|------------------------|
| Debt | \$ | \$ |
| Equity | \$ 98,580 | \$ 98,580 |
| [X] Common [] Preferred | | |
| Convertible Securities (including warrants) | \$ | \$ |
| Partnership Interests | \$ | \$ |
| Other (Specify | \$ | \$ |
| Total | \$ 98,580 | \$ 98,580 |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|-----------------------------------------------|---------------------|--------------------------------------------|
| Accredited Investors | 3 | \$ 27,029 Note 1 |
| Non-accredited Investors | 11 | \$ 71,551 Note 1 |
| Total (for filings under Rule 504 only) | 14 | \$ 98,580 |

Answer also in Appendix, Column 4, if filing under ULOE.

Note 1 to Item C.2.: Stock grant to fourteen (14) employees of the Company. Stock valued as shown in Item C.1., but no "dollar amount of purchases" is applicable.

3. If this filing is for an offering under Rule 504 or 505, enter the

information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

| Type of offering | Type of Security | Dollar Amount Sold |
|--------------------|------------------|-------------------------|
| Rule 505 | _____ | \$ _____ |
| Regulation A | _____ | \$ _____ |
| Rule 504 | Common Stock | \$152,640 Note 1 |
| Total | _____ | \$152,640 Note 1 |

Note 1 to Item C.3: Regulation D offering filed April 11, 2002; common stock grant to fifteen (15) employees of the Company.

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | |
|------------------------------------------------------------|------------------------------------------------------------|
| Transfer Agent's Fees | <input type="checkbox"/> \$ _____ |
| Printing and Engraving Costs | <input type="checkbox"/> \$ _____ |
| Legal Fees | <input checked="" type="checkbox"/> \$ 5,000 Note 1 |
| Accounting Fees | <input type="checkbox"/> \$ _____ |
| Engineering Fees | <input type="checkbox"/> \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> \$ _____ |
| Other Expenses (identify) _____ | <input checked="" type="checkbox"/> \$ 100 Note 2 |
| Total | <input type="checkbox"/> \$ 5,100 |

Note 1 to Item C.4.A: Estimate of legal fees for preparation of offering documents and other securities-related advice, and also fees attributable to other elements of corporate advise related thereto.

Note 2 to Item C.4.A: Filing fees for this Form D with Maryland Division of Securities.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

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Not applicable; Stock grant to fourteen (14) employees of the Company; no proceeds.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Not applicable; Stock grant to fourteen (14) employees of the Company; no proceeds.

| | |
|--------------|----------|
| Payments to | Payments |
| Officers, | To |
| Directors, & | Others |

| | Affiliates | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| Salaries and fees | [] \$ | [] \$ |
| Purchase of real estate | [] \$ | [] \$ |
| Purchase, rental or leasing and installation of machinery and equipment | [] \$ | [] \$ |
| Construction or leasing of plant buildings and facilities..... | [] \$ | [] \$ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | [] \$ | [] \$ |
| Repayment of indebtedness | [] \$ | [] \$ |
| Working capital | [] \$ | [] \$ |
| Other (specify): | [] \$ | [] \$ |
| | [] \$ | [] \$ |
| Column Totals | [] \$ | [] \$ |
| Total Payments Listed (column totals added) | [] \$ | |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

NOTE: Because of the highly competitive nature of the civil engineering services, should such information be required, the Company requests confidential treatment of the offering documents (in particular, the financial information) provided to its employees in this grant of Common Stock to the Company.

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Issuer (Print or Type) Century Engineering, Inc. | Signature | Date March 25, 2003 |
| Name of Signer (Print or Type) Susan D. Baker, Attorney 111 S. Calvert Street, Suite 1400 Baltimore, MD 21202 (410) 783-6366 – SDBaker@niles-law.com | Title of Signer (Print or Type) Counsel | |

| | |
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|---------------------------------------------------------------------------------------------------------------------|
| ATTENTION |
| Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.) |

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
[] [X]

.....

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

NOTE: Because of the highly competitive nature of the civil engineering services, should such information be required, the Company requests confidential treatment of the offering documents (in particular, the financial information) provided to its employees in this grant of Common Stock to the Company.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| | | |
|-----------------------------------------------|-----------------------|----------------|
| Issuer (Print or Type) | Signature | Date |
| Century Engineering, Inc. | <i>Susan D. Baker</i> | March 25, 2003 |
| Name of Signer (Print or Type) | Title (Print or Type) | |
| Susan D. Baker, Attorney | Counsel | |
| 111 S. Calvert Street, Suite 1400 | | |
| Baltimore, MD 21202 | | |
| (410) 783-6366 – SDBaker@niles-law.com | | |
| | | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 | | 3 | 4 | | | | 5 | |
|-------|---------------------------------------------------------------------|----|--------------------------------------------------------------------------------|----------------------------------------------------------------|--------|------------------------------------|--------|--------------------------------------------------------------------------------------------------|----|
| | Intend to sell to non-accredited investors in State (Part B-Item 1) | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| AL | | | | | | | | | |
| AK | | | | | | | | | |
| AZ | | | | | | | | | |
| AR | | | | | | | | | |
| CA | | | | | | | | | |
| CO | | | | | | | | | |
| CT | | | | | | | | | |
| DE | X | | Common Stock \$27,030 | 1 | 11,129 | 2 | 15,901 | | No |
| DC | | | | | | | | | |
| FL | | | | | | | | | |
| GA | | | | | | | | | |
| HI | | | | | | | | | |
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| KS | | | | | | | | | |
| KY | | | | | | | | | |
| LA | | | | | | | | | |
| ME | | | | | | | | | |
| MD | X | | Common Stock \$65,190 | 2 | 15,900 | 8 | 49,290 | | No |

| | | | | | | | | | |
|----|---|--|-------------------------|--|--|---|-------|--|----|
| MA | | | | | | | | | |
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| ND | | | | | | | | | |
| OH | | | | | | | | | |
| OK | | | | | | | | | |
| OR | | | | | | | | | |
| PA | X | | Common Stock \$6,360 | | | 1 | 6,360 | | No |
| RI | | | | | | | | | |
| SC | | | | | | | | | |
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